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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: KLEIN AND ASSOCIATES, P.A.
072720000075

ACCT#:

CONTACT: RON KLEIN

PHONE: (305)891-6100

(305)891-6104

FAX #:

NAME: B.S.P. INVESTMENTS, INC.

AUDIT NUMBER.....H96000016480

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION
OF**

B.S.P. INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the Corporation) is :

B.S.P. INVESTMENTS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to make and perform contracts of any kind and description, and

Prepared By: Jose A. Perez, Esq.
6317 SW 11 Street
Miami, Florida 33144
(305) 261-6417

attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into ONE THOUSAND SHARES (1,000) shares of stock of the par value of FIVE DOLLARS (\$ 5.00) per share, all of one class, namely , Common Stock, and having an aggregate par value of FIVE THOUSAND DOLLARS (\$ 5,000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

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ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than :

FIVE HUNDRED DOLLARS (\$ 500.00)

ARTICLE V

The principal place of business of the Corporation shall be at
18350 S.W. 139 Court
Miami, Florida 33177

And the Mailing Address should be at :

6317 S.W. 11 Street
Miami, Florida 33144

with the privileges of having branches offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office address of the First Board of Directors and Officers of the Corporation, who shall hold office for the first year or until their successors are chosen shall be;

Jose Rey
1634 S.W. 138 Pl.
Miami, FL 33182

P/T/D

Armando Rivero
9031 S.W. 21 Street
Miami, FL 33165

D

David Jaramillo
14631 S.W. 150 Ave.
Miami, FL 33196

VP/D

Armando Evora
6600 S.W. 94 Court
Miami, FL 33173

D

Carolina Macias
11958 S.W. 72 Terr.
Miami, FL 33183

S/D

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ARTICLE VIII.

The number of directors of the Corporation shall be at least ONE, but no more than FIVE

ARTICLE IX


The name and post office address of the subscribers and the number of shares of stock that THEY take are:

Jose Rey 1634 S.W. 138 Pl. Miami, Florida 33182	25	Shares
David Jaramillo 14631 S.W. 150 Ave. Miami, Florida 33196	25	Shares
Carolina Macias 11958 S.W. 72 Terr. Miami, Florida 33183	25	Shares
Armando Rivero 9031 S.W. 21 Street Miami, Florida 33165	12.5	Shares
Armando Evora 6600 S.W. 94 Court Miami, Florida 33173	12.5	Shares

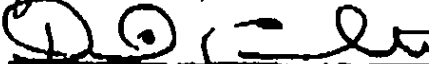
all of the proceeds of which will amount to at least:
FIVE HUNDRED DOLLARS (\$ 500.00) -----

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IN WITNESS WHEREOF, I Have Hereunto set my hands and
seals, and acknowledge to be filled in the office of
the Secretary of State the foregoing Certificate of
Incorporation, this 12th. day of Nov. of 1996



Jose Rey S/S 265-65-5199 SEAL



David Jaramillo S/S 593-03-8410 SEAL



Carolina Macias S/S 590-39-2964 SEAL



Armando Evora S/S 267-15-2093 SEAL

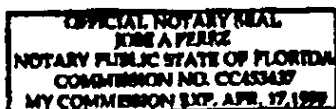
COUNTY OF DADE
S S
STATE OF FLORIDA



Armando Rivero S/S 156-48-6660 SEAL

BEFORE ME, The undersigned authority, duly
authorized to administer oaths and take acknowledgments,
personally appeared JOSE REY, DAVID JARAMILLO,
CAROLINA MACIAS, ARMANDO EVORA AND ARMANDO RIVERO.-----
and THEY acknowledged before me that THEY signed the fore-
going Certificate of Incorporation for the purpose therein
stated.

WITNESS by my hand and official seal at the city of
Miami, County of Dade, State of Florida this 12th. day
of NOVEMBER, 1996



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JOSE A. PEREZ
NOTARY PUBLIC
State of Florida at Large

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That B.S.P. INVESTMENTS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI County
of DADE State of FLORIDA
(County) (State)
has named JOSE A. PEREZ
(Name of Resident Agent)
located at 6317 S.W. 11th. Street
(Street address and number of building,
Post Office Box address not acceptable)
City of MIAMI County of DADE 33144
(City) (County)
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By Jose A. Perez
Signature
(resident agent)

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